

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Albert Togut (AT-9759)  
Neil Berger (NB-3599)

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
:  
In re: :  
: Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 [RDD]  
:  
Debtors. : Jointly Administered  
:  
-----x

**STIPULATION AND AGREED ORDER RESOLVING OBJECTION OF E.I.  
DUPONT DE NEMOURS AND COMPANY TO ASSIGNMENT OF  
EXECUTORY CONTRACT OR UNEXPIRED LEASE TO BUYERS IN  
CONNECTION WITH SALE OF STEERING AND HALFSHAFT BUSINESS**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,  
including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-  
possession in the above-captioned cases (the "Debtors") and E.I. DuPont de Nemours  
and Company ("DuPont"), respectfully submit this Stipulation And Agreed Order  
Resolving Objection of E.I. DuPont de Nemours and Company To Assignment Of  
Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering

And Halfshaft Business, and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on November 1, 2006, Delphi Saginaw Steering Systems ("Saginaw Steering") issued Purchase Order number 90I0737 to DuPont, which was subsequently amended by: the parties' December 19, 2007 email exchange regarding 2008 pricing, a version of Purchase Order number 90I0737 that was issued on January 8, 2008, and the parties' 2008 pricing agreement regarding Purchase Order number 90I0737 which pertained solely to Saginaw Steering, as may be further amended by the parties (collectively, the "Purchase Order").

**WHEREAS**, on December 10, 2007, the Debtors filed Debtors' Expedited Motion For Orders Under 11 U.S.C. §§ 363, 365, And 1146 And Fed. R. Bankr. P. 2002, 6004, 6006, And 9014 (A)(I) Approving Bidding Procedures, (II) Granting Certain Bid Protections, (III) Approving Form And Manner Of Sale Notices, And (IV) Setting Sale Hearing Date, (B) Authorizing And Approving (I) Sale Of Certain Of Debtors' Assets Comprising Substantially All Assets Primarily Used In Debtors' Steering And Halfshaft Business Free And Clear Of Liens, Claims, And Encumbrances, (II) Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And (III) Assumption Of Certain Liabilities, And (C) Authorizing And Approving Transaction Facilitation Agreement (the "Motion").

**WHEREAS**, on or about January 23, 2008, the Debtors served a (i) Notice Of Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business (Docket No. 12323) (the "Assumption Notice") and (ii) Notice of Cure Amount With Respect To Executory Contract Or Unexpired Lease To Be Assumed And Assigned In Connection With Sale Of Steering And Halfshaft Business (Docket No. 12324) (the "Cure Notice"). The Cure Notice stated, among other things, that the Debtors seek to assign the Purchase Order to Steering Solutions Corporation and certain of its affiliates (the "Buyers").

**WHEREAS**, on January 25, 2008, the Court entered an order confirming the First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan").

**WHEREAS**, on February 1, 2008, DuPont filed the Objection of E.I DuPont de Nemours and Company To Debtors' Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and Halfshaft Business (the "DuPont Objection") (Docket No. 12464).

**WHEREAS**, on February 25, 2008, the Court entered an Order Under 11 U.S.C. §§ 363, 365, and 1146 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (A) Authorizing And Approving (I) Sale Of Certain Of Debtors' Assets Compromising Substantially All Of The Assets Of Steering And Halfshaft Business Free And Clear Of Liens, Claims, And Encumbrances, (II) Assumption And Assignment Of Certain Executory Contracts And Unexpired Lease, And (III) Assumption Of Certain Liabilities And (B) Authorizing And Approving Transaction Facilitation Agreement (Docket No.

12868) (the "Sale Approval Order"). The Sale Approval Order, among other things, adjourned the DuPont Objection to the April 19, 2008 omnibus hearing.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and DuPont stipulate and agree as follows:

1. Pre-petition Date amounts payable on account of the Purchase Order is \$55,000 (the "Purchase Order Payable Amount"), which amount will be treated as a pre-petition general unsecured non-priority claim and shall be paid in the currency afforded to holders of general unsecured claims under the Plan.

2. DuPont hereby consents to the assignment of the Purchase Order to the Buyers.

3. DuPont hereby acknowledges that upon Debtors' payment of the Purchase Order Payable Amount, DuPont shall be forever barred from asserting any other claim related to the Purchase Order arising at any time prior to and including the date of this Stipulation against the Debtors. Nothing contained herein constitutes a waiver by DuPont of its right to seek payment of post-petition amounts that arise under the Purchase Order in the ordinary course of the Debtors' business.

4. Prior to the Closing Date, the Debtors may amend their decision with respect to the assignment of the Purchase Order and provide a new notice to DuPont amending the information related to the assignment of the Purchase Order, provided, however, that the provisions of Paragraph 1 above and the definition of Purchase Order herein shall apply in the event of a subsequent assignment of the Purchase Order.

5. Upon the Court's final Approval of this Stipulation, DuPont shall be deemed to have withdrawn with prejudice the DuPont Objection.

Dated: New York, New York  
April 11, 2008

DELPHI CORPORATION, *et al.*,  
Debtors and Debtors in Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:  
/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: Buffalo, New York  
April 11, 2008

E.I. DUPONT DE NEMOURS AND  
COMPANY  
By its Counsel,  
PHILLIPS LYTLE LLP  
By:

/s/ Angela Z. Miller  
ANGELA Z. MILLER  
3400 HSBC Center  
Buffalo, NY 14203  
(716) 852-6100

**SO ORDERED**

This 15th day of April, 2008  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE